

**EXHIBIT A**

**Proposed Order**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT  
BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

PROMESA

Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT  
BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND TRANSPORTATION  
AUTHORITY,

Debtors.

PROMESA

Title III

Case No. 17 BK 3567-LTS

---

<sup>1</sup> The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's Federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico ("Commonwealth") (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 04780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

AMERINATIONAL COMMUNITY SERVICES, LLC, as  
Servicer for the GDB Debt Recovery Authority, and CANTOR-  
KATZ COLLATERAL MONITOR LLC,

Plaintiffs,

v.

AMBAC ASSURANCE CORPORATION, ASSURED  
GUARANTY CORP., ASSURED GUARANTY MUNICIPAL  
CORP., FINANCIAL GUARANTY INSURANCE COMPANY,  
NATIONAL PUBLIC FINANCE GUARANTEE  
CORPORATION, PEAJE INVESTMENTS LLC, and THE  
BANK OF NEW YORK MELLON, as Fiscal Agent,  
Defendants.

Adv. Pro. No. 21-00068-LTS

**[PROPOSED] ORDER GRANTING DEFENDANTS' MOTION TO DISMISS THE  
COMPLAINT**

The Court, having considered the *Defendants' Motion to Dismiss the Complaint* (the “**Motion to Dismiss**”), seeking to dismiss Plaintiffs’ complaint in the above-captioned adversary proceeding (the “**Complaint**”) for lack of subject matter jurisdiction pursuant to Fed. R. Civ. P. 12(b)(1) and for failure to state a claim upon which relief may be granted pursuant to Fed. R. Civ. P. 12(b)(6), filed on behalf of defendants Assured Guaranty Corp., Assured Guaranty Municipal Corp. (f/k/a Financial Security Assurance Inc.), Ambac Assurance Corporation, The Bank of New York Mellon, as Fiscal Agent, National Public Finance Guarantee Corp., Financial Guaranty Insurance Company, and Peaje Investments LLC (collectively, “**Defendants**”), and Defendants’ accompanying papers and pleadings, any opposition thereto and reply papers, and arguments thereon, if any, and it appearing that the Court has jurisdiction over this matter pursuant to 48 U.S.C. § 2166(a); venue of this proceeding and this matter is proper under 48 U.S.C. § 2167(a); and after due deliberation and good cause appearing therefor, is hereby ORDERED that:

1. The Motion to Dismiss is granted; and

2. The Complaint is dismissed in its entirety, with prejudice.
3. The Clerk of Court is directed to enter judgment in favor of the Defendants in accordance with the foregoing.
4. The Clerk of Court is further directed to close Adv. Proc. No. 21-ap-00068-LTS.
5. This Order resolves Docket Entry No. \_\_\_\_\_ in Case No. 17-3283, Docket Entry No. \_\_\_\_\_ in Case No. 17-3567, and Docket Entry No. \_\_\_\_\_ in Adv. Proc. No. 21-ap-00068-LTS.
6. This Court retains jurisdiction to resolve any dispute arising from or related to this Order and to interpret, implement, and enforce the provisions of this Order.

Dated: \_\_\_\_\_, 2021  
San Juan, Puerto Rico

\_\_\_\_\_  
THE HONORABLE LAURA TAYLOR SWAIN  
UNITED STATES DISTRICT JUDGE